

EQT Midstream Partners, LP
 Form 4
 July 05, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 EQT Corp

2. Issuer Name and Ticker or Trading Symbol
 EQT Midstream Partners, LP [EQM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 625 LIBERTY AVENUE, SUITE
 1700

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/02/2012

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)
 PITTSBURGH, PA 15222

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Units | 07/02/2012 | | J(2) | 2,964,718 A (2) | 2,964,718 | I | See footnote (1) (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Subordinated Units representing limited partner interests | \$ 0 | 07/02/2012 | | J ⁽²⁾ | 17,339,718 | (⁽³⁾) (⁽³⁾) | Common Units | 17,339,718 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EQT Corp 625 LIBERTY AVENUE SUITE 1700 PITTSBURGH, PA 15222 | | X | | |
| EQT Midstream Investments, LLC 625 LIBERTY AVENUE PITTSBURGH, PA 15222 | | X | | |
| EQT Investments Holdings, LLC 101 CONVENTION CENTER DRIVE, SUITE 850 LAS VEGAS, NV 89109 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Philip P. Conti, Senior Vice President and CFO, EQT Corporation | 07/05/2012 |
| _____ **Signature of Reporting Person | Date |
| /s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC | 07/05/2012 |
| _____ **Signature of Reporting Person | Date |
| /s/ Joshua C. Miller, Vice President of EQT Investments Holdings, LLC, the sole member of EQT Midstream Investments, LLC | 07/05/2012 |
| _____ **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 4 is being filed jointly by EQT Midstream Investments, LLC ("Midstream Investments"), EQT Investments Holdings, LLC ("Investments Holdings") and EQT Corporation ("EQT" and together with Midstream Investments and Investments Holdings, the "Reporting Persons"). The securities of the Issuer are owned directly by Midstream Investments. EQT directly owns 100% of the outstanding membership interests of Investments Holdings. Investments Holdings directly owns 100% of the outstanding membership

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interests of Midstream Investments. EQT and Investments Holdings may therefore be deemed to beneficially own securities of the Issuer owned directly by Midstream Investments.

- In connection with the closing of the initial public offering of the Issuer's Common Units, pursuant to that certain Contribution, Conveyance and Assumption Agreement, by and among the Reporting Persons, the Issuer and the other parties thereto, dated July 2, 2012, Midstream Investments contributed certain assets to the Issuer and received in exchange 2,964,718 common units representing limited partner interests in the Issuer ("Common Units") and 17,339,718 subordinated units representing limited partner interests in the Issuer ("Subordinated Units").

- The Subordinated Units have no expiration date and will convert into Common Units on a one-for-one basis at the end of the subordination period described in the Issuer's Prospectus (File No. 333-179487) filed with the Securities and Exchange Commission on June 27, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.